

P04000130330

(Requestor's Name)

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(Business Entity Name)

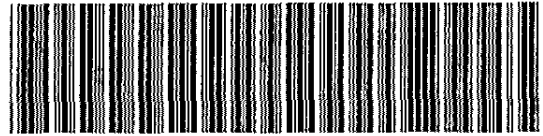
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12/16/04--01001--012 **78.75

FILED

2004 DEC 15 PM 4:36

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

RECEIVED

2004 DEC 15 PM 4:10

FILED
TALLAHASSEE, FLORIDA

Merger w/ N.C.

G. Gaudin DEC 16 2004

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILE FIRST!

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/15/04

REF. #: 0163.32881

CORP. NAME: TAMPA PAVEMENT CONSTRUCTORS, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 510717 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|---|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Pavement Constructors, Inc.	Florida	P04000130330

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tampa Pavement Constructors, Inc.	Delaware	F00000002876

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 30, 2004

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 30, 2004

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

2004 DEC 15 PM 4:36
TALLAHASSEE, FLORIDA

FILED

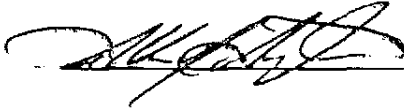
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

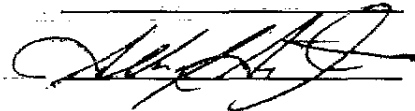
Pavement Constructors, Inc.



Alben J. Santana, President

Tampa Pavement

Constructors, Inc.



Alben J. Santana, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated this 20th day of November, 2004, between **PAVEMENT CONSTRUCTORS, INC.**, a Florida corporation ("**Pavement**") and **TAMPA PAVEMENT CONSTRUCTORS, INC.**, a Delaware corporation ("**Tampa**") (**Pavement** and **Tampa** being sometimes referred to herein as the "Constituent Corporations").

WITNESSETH:

WHEREAS, **Pavement** is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, **Tampa** is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the Board of Directors and shareholders of the Constituent Corporations deem it advisable for the general welfare of such Corporation and its shareholders that **Tampa** be merged into **Pavement** and have approved said merger;

NOW, THEREFORE, the Constituent Corporations hereby agree that **Tampa** shall be merged with and into **Pavement** (sometimes referred to herein as the "Surviving Corporation") in accordance with the applicable laws of the State of Florida and the State of Delaware and the terms and conditions of the following Plan of Merger:

ARTICLE 1 THE CONSTITUENT CORPORATIONS

The names of the Constituent Corporations to the merger are **Pavement Constructors, Inc.**, a Florida corporation (Florida Document No. F00000002876) and **Tampa Pavement Constructors, Inc.**, a Delaware corporation (Delaware Charter No. 3220748).

ARTICLE 2 CAPITAL STOCK

The issued and outstanding capital stock of each Corporation is as follows:

2.1.1 **Tampa** is authorized to issue 1,000 shares of Common Stock, par value \$1.00 per share. As of the date hereof, six hundred sixty-six (666) shares of Common Stock are validly issued, outstanding and entitled to vote, all of which shares are owned by individual shareholders (the "Shareholders").

2.1.2 **Pavement** is authorized to issue Ten Thousand (10,000) shares of Common Stock, par value \$.01 per share. As of the date hereof, Two Thousand (2,000) shares of Common Stock are validly issued, outstanding and entitled to vote, all of which shares are owned by the Shareholders.

ARTICLE 3 THE MERGER; THE SURVIVING CORPORATION

3.1 On the Effective Date, as hereinafter defined, **Tampa** shall be merged into **Pavement** in accordance with the applicable provisions of Chapter 607 of the *Florida Statutes* (the Florida Business Corporation Act) and Title 8, Chapter 1 of the Delaware Code (the General Corporation Law of the State of Delaware). **Pavement** shall be the surviving corporation (the "Surviving Corporation"), and shall be governed by the laws of the State of Florida.

3.2 The name of the Surviving Corporation shall be changed to "**Tampa Pavement Constructors, Inc.**"

ARTICLE 4 THE EFFECT OF THE MERGER

From and after the filing of the Articles and Certificate of Merger in accordance with Article 8 hereof, the Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation. From and after such filing, the separate existence of **Tampa** shall cease, while the corporate existence of **Pavement** shall continue unaffected and unimpaired. The Surviving Corporation shall have all the rights, privileges, immunities and powers, and shall be subject to all the duties and liabilities, of a corporation organized under the Florida Business Corporation Act. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations. All property, real, personal and mixed, and all debts on whatever account, all other causes in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of such merger. The Surviving Corporation shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such merger.

ARTICLE 5
SUPPLEMENTARY ACTION

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect, confirm or record in the Surviving Corporation the title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper officers and directors of the respective Constituent Corporations as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

ARTICLE 6
ARTICLES OF INCORPORATION
AND BYLAWS; OFFICERS AND DIRECTORS

6.1.1 The Articles of Incorporation and Bylaws of **Pavement** shall be the Articles of Incorporation and Bylaws of the Surviving Corporation, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

6.1.2 The persons who shall serve as officers of the Surviving Corporation, and the offices in which they shall serve, shall be:

President	Alben J. Santana
Secretary	Pedro Hernando
Treasurer	Pedro Hernandez

6.1.3 Alben J. Santana and Pedro Hernandez shall serve as the Directors of the Surviving Corporation.

ARTICLE 7
TREATMENT OF SHARES OF
CONSTITUENT CORPORATIONS

The Shareholders own all outstanding shares of stock in the Corporations as of the Effective Date. Accordingly:

7.1.1 Each share of the Common Stock of **Tampa** issued and outstanding immediately prior to the filing of the Articles and Certificate of Merger in accordance with Article VIII shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and shall be canceled and no cash, securities or other property shall be issued in respect thereof.

7.1.2 Each share of the Common Stock of **Pavement** issued and outstanding immediately prior to the filing of the Articles and Certificate of Merger shall continue to be issued and outstanding after the merger.

ARTICLE 8 **APPROVAL BY BOARD OF DIRECTORS AND SHAREHOLDERS**

This Plan of Merger shall be approved by the respective Board of Directors of each Constituent Corporation and submitted to the Shareholders of each Corporation for approval as provided by the Florida Business Corporation Act and the General Corporation Law of the State of Delaware. If duly adopted by the requisite vote of the Shareholders, Articles and Certificate of Ownership and Merger necessary to meet both the requirements of the Florida Business Corporation Act and the requirements of the General Corporation Law of the State of Delaware shall be filed immediately in the appropriate offices in Florida and in Delaware.

ARTICLE 9 **EFFECTIVE DATE**

The merger of **Tampa** into **Pavement** shall become effective upon the filing of the Articles and Certificate of Ownership and Merger with the Florida Secretary of State in accordance with the Florida Business Corporation Act. The date on which such merger shall become effective is herein called the "Effective Date."

ARTICLE 10 **COVENANTS OF TAMPA**

Tampa covenants and agrees that: (a) it will not further amend its Certificate of Incorporation prior to the Effective Date, and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE 11 **COVENANTS OF PAVEMENT**

Pavement covenants and agrees that: (a) it will not further amend its Articles of Incorporation prior to the Effective Date, and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE 12
TERMINATION

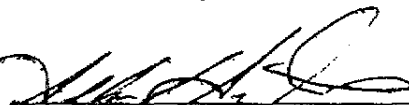
Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Articles and Certificate of Ownership and Merger.

Executed on the date first set forth hereinabove, to be effective on the Effective Date.

PAVEMENT CONSTRUCTORS, INC.,
a Florida corporation

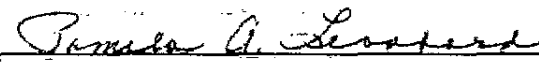
By: 
Alben J. Santana, President

TAMPA PAVEMENT CONSTRUCTORS,
INC., a Delaware corporation

By: 
Alben J. Santana, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22nd day of November, 2004, by **Alben J. Santana as President of Pavement Constructors, Inc.,** a Florida corporation, on behalf of the corporation. He is ☒ personally known to me or has ☐ produced _____ as identification.


Notary Public
Name: PAMELA A. LEONHARD
Serial # DD 547945
My Commission Expires: OCT. 6, 2007



PAMELA A. LEONHARD
MY COMMISSION # DD 247945
EXPIRES: October 6, 2007
Bonded Thru Budget Notary Services

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th day of November, 2004, by **Alben J. Santana** as **President of Tampa Pavement Constructors, Inc.**, a Delaware corporation, on behalf of the corporation. He is ☒ personally known to me or has ☐ produced _____ as identification.

Pamela A. Leonhard

Notary Public

Name: PAMELA A. LEONHARD

Serial # DD 247945

My Commission Expires: OCT. 6, 2007

Tampa/36522.1
56001.00001



PAMELA A. LEONHARD
MY COMMISSION # DD 247945
EXPIRES: October 6, 2007
Bonded Thru Budget Notary Services